

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SHIVA STEIN,

Plaintiff,

v.

JOHN R. FRIEDERY, WILLIAM C. RUSNACK,
LYNN L. ELSENHANS, JOE E. HARLAN,
DAVID E. ROBERTS, MARK A. BLINN, LEIF
E. DARNER, GAYLA J. DELLY, ROGER L. FIX,
RICK J. MILLS, CHARLES M. RAMPACEK,
FLOWERVE CORPORATION,

Defendants.

CIVIL ACTION NO.
16-CV-2487-KPF

**DECLARATION OF
ALEXANDER ARNOLD
GERSHON IN SUPPORT
OF SETTLEMENT AND
AWARD OF FEES AND
EXPENSES**

I, ALEXANDER ARNOLD GERSHON, hereby declare under penalty of perjury under the laws of the United States of America, that the following is true and correct:

1. I am a member of the bar of New York and an inactive member of the bar of Georgia and a partner in the firm of Barrack, Rodos & Bacine. We are counsel for the Plaintiff in this action.
2. I make this declaration in support of the parties' application to settle this case and for Plaintiff's application for an award of attorneys' fees and expenses.
3. Attached hereto as Exhibit 1 is a true and correct copy of a relevant excerpts from the Flowserve Corporation 2015 proxy statement. The full version of this document is available on the Flowserve website at <http://ir.flowserve.com/phoenix.zhtml?c=79032&p=irol-sec#sec>.
4. Attached hereto as Exhibit 2 is a true and correct copy of relevants excerpt from the Flowserve 2016 proxy statement. The full version of this document is available on the Flowserve website at <http://ir.flowserve.com/phoenix.zhtml?c=79032&p=irol-sec#sec>.

5. Attached hereto as Exhibit 3 is a true and correct copy of the contemporaneously-recorded expenses Plaintiff's counsel has accrued as a result of litigating this action.

6. Attached hereto as Exhibit 4 is a true and correct copy of the contemporaneously-recorded attorney's time and current hourly rates that Plaintiff's counsel has worked on this litigation.

7. Attached hereto as Exhibit 5 is a worksheet calculating the benefit provided by this Settlement.

8. Attached hereto as Exhibit 6 is the firm biography for Barrack, Rodos & Bacine.

Dated: New York, New York
January 12, 2017

/s/ A. Arnold Gershon
Alexander Arnold Gershon